



LLC-1014
(08/05)

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

GUIDE FOR ARTICLES OF AMENDMENT –
VIRGINIA LIMITED LIABILITY COMPANY

ARTICLES OF AMENDMENT OF

(name of limited liability company)

The undersigned limited liability company, pursuant to Title 13.1, Chapter 12, Article 2 of the Code of Virginia, hereby executes the following articles of amendment and sets forth:

1. The name of the limited liability company is _____. *(current name)*
2. *(Set forth the text of each amendment adopted.)*
3. The foregoing amendment(s) was (were) adopted by the limited liability company on _____. *(date)*. *(If all of the amendments were not adopted on the same date, set forth the date of each amendment's adoption.)*
4. *(Set forth the manner by which the amendment(s) was (were) adopted on behalf of the limited liability company; only set forth the text from the applicable option listed below.)*

The amendment(s) to the articles of organization was (were) approved:

Option A: By all of the members [or, by the sole member].

Option B: By a majority vote of the members entitled to vote on the amendment(s).

Option C: By a vote of at least [insert the supermajority fraction or percentage] of the members entitled to vote as required by the articles of organization.

Option D: By the person(s) named as a manager in the articles of organization. Member action was not required because the limited liability company was formed without any members and no members have been admitted.

Option E: By the person(s) who formed the limited liability company. The limited liability company has no members or managers.

5. *(If applicable, set forth the following statement: The person signing the articles has been delegated the right and power to manage the business and affairs of the limited liability company. See instructions.)*

Executed in the name of the limited liability company by:

_____ <i>(signature)</i>	_____ <i>(date)</i>
_____ <i>(printed name)</i>	_____ <i>(title)</i>
_____ <i>(limited liability company's SCC ID no.)</i>	_____ <i>(telephone number (optional))</i>

THIS FORM IS TO BE USED AS A GUIDE ONLY.

SEE INSTRUCTIONS ON THE REVERSE

INSTRUCTIONS

Guideform LLC-1014 has been produced by the Commission as a guide to help you prepare the limited liability company's articles of amendment. Please note, however, that a marked-up version of this guideform will not be accepted. You must separately type and prepare your articles, using this form as a guide, inserting appropriate information and omitting all inapplicable text (like the header, seal of the Commission and the italicized portions).

The articles must be in the English language, typewritten or printed in black on white, opaque paper 8 1/2" by 11" in size, legible and reproducible, and free of visible watermarks and background logos. A minimum of 1" must be provided on the left, top and bottom margins and 1/2" on the right margin. Use only one side of a page.

You can download this guideform from our website at www.scc.virginia.gov/division/clk/fee_bus.htm.

If the limited liability company has members, the members must approve the amendment. See § 13.1-1014 of the Code of Virginia.

The articles must be signed by a manager or other person who has been delegated the right and power to manage the business and affairs of the limited liability company, or if no managers or such other persons have been selected, by any member of the limited liability company, or if the limited liability company has been formed without any members and no members have been admitted, by one or more of the persons who formed the limited liability company, or if the limited liability company is in the hands of a receiver, trustee or other court-appointed fiduciary, by that fiduciary. A person signing on behalf of a manager or member that is a business entity should set forth the business entity's name, his or her printed name and the capacity in which he or she is signing on behalf of the business entity. See § 13.1-1003 of the Code of Virginia.

IMPORTANT: If the articles are being signed by a person, other than a manager or member, who has been delegated the right and power to manage the business and affairs of the limited liability company, this must be set forth in the articles (i.e., include the statement in paragraph 5). The delegation of the right and power to manage the business and affairs of the limited liability company will not be inferred from execution of the articles by a person with the title of "president" or other officer of the limited liability company.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing.

The Commission cannot file or issue with respect to any limited liability company any certificate referred to in the Virginia Limited Liability Company Act until all fees to be collected by the Commission under the Act have been paid by or on behalf of such limited liability company. See § 13.1-1065 of the Code of Virginia.

Submit the original, signed articles to the Clerk of the State Corporation Commission, P.O. Box 1197, Richmond, Virginia 23218-1197, (Street address: 1300 East Main Street, Tyler Building, 1st Floor, Richmond, Virginia 23219), along with a check for the filing fee in the amount of **\$25.00**, payable to the State Corporation Commission. **PLEASE DO NOT SEND CASH.** If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

NOTE

The registered office and/or registered agent cannot be changed by filing an amendment to the articles of organization. This change must be accomplished by filing a statement of change of a registered office and/or registered agent on form LLC-1016. This form can be requested by contacting the Clerk's Office of the State Corporation Commission at the telephone numbers shown above or at www.scc.virginia.gov/division/clk/asp/fee_corp_formrequest.aspx.